

People & Governance Committee report



Paula Rosput Reynolds
Chair of the People & Governance
Committee

Key activities during the year

- Monitored the Company's culture and reviewed the culture diagnostic
- Approved the appointment of Group Executive Committee members
- Reviewed the outcome of the Company's Grid:Voice survey
- Focused on talent and succession, including executive development planning
- Reviewed the Company's talent programmes and the development of the talent pipeline

Composition

The Committee comprises three independent Non-executive Directors and the Chair of the Board. The Committee held three scheduled meetings and two ad hoc meetings during the year.

Committee members

Paula Rosput Reynolds (Chair)
Jonathan Silver
Earl Shipp
Tony Wood

Board and Committee structure and composition

As discussed in the Chair's statement on page 96, during the year the Board decided to maintain its current size. With effect from 5 July 2024, we made two committee changes: Jonathan Silver stepped down from the Audit & Risk Committee, succeeded by Jacqui Ferguson; Jonathan was appointed to the Finance Committee. We have announced that on 1 September 2025 we will welcome Zoë Yujnovich to the Board as an Executive Director, prior to her assuming the Chief Executive role in mid-November.

Being responsive to the environment in which the company operates, we have been reviewing our Committee structure. While there are legal and regulatory requirements that define stewardship, we are taking 'a clean sheet of paper' and answering the question of what is fit for purpose given the complexity of the business environment in which the Company operates and how it is changing. Working with our Company Secretary, Chief Risk Officer and others, we are looking at how a decade of rapid change relates to how the Board should spend its time and evaluate risks. In the year ahead, we intend to conclude on changes in the Committee remit and composition of the Committees.

Succession planning

At each of our meetings we considered talent and succession planning, reflecting the importance placed on ensuring that there is a clear pipeline of talent to support the Company over the coming years. The Committee approved the creation of a standalone Group Company Secretary role, reflecting the broader responsibilities of the Chief Legal Officer role and appointed Julian Baddeley as Group Company Secretary with effect from 1 July 2024. Several further changes to the Group Executive Committee were approved with the appointment of Ben Wilson as President, National Grid Ventures following the departure of Katie Jackson earlier in the year, Steve Smith as Chief Strategy & Regulation Officer, Talvis Love as Chief Information and Digital Officer and Sally Librera as President, New York following the retirement of Rudy Wynter.

As noted above and elsewhere in this report, Zoë Yujnovich will join National Grid on 1 September 2025 initially as CEO-Designate where there will be a two month transition period until she assumes the role of CEO in mid-November when John Pettigrew retires from the Board. Succession is something that should always be on the mind of any well-functioning board and as such, and given John's long and successful leadership of the Group, the Board had been in discussion with John about this for some time. In order to support the CEO succession process we appointed Egon Zehnder, who have no other link to the Company.

The process undertaken was robust, based on the operational, financial and international stakeholder management aspects of the role, with a range of candidates considered. Zoë Yujnovich was the standout candidate, and the Board unanimously approved her appointment.

While significant time was spent considering Chief Executive succession, the Committee also devoted time to the talent pipeline below the Executive Directors and their reports. We were briefed on the composition of the Senior Leadership Group and one level further below, to understand the identification process and talent development plans for high potential future leaders. We are pleased to report that we've seen maturation in our training and development programmes, reflecting meaningful investments in our people. The Board and the Committee have received presentations regarding plans for the workforce of the future. Given the scope and scale of our investments in modernisation and upgrades of our facilities across the Group, we are aware of the efforts underway to ensure that we have the appropriate skills and experience needed to maintain our systems and infrastructure.

To reflect feedback from the Board evaluation requesting further engagement for the whole Board around talent and succession, all Non-executive Directors continue to be invited to join the Committee for discussions related to talent and succession, in particular executive succession.

Culture

Time and focus continued to be given to the culture of the Company, looking at the results of our Grid:Voice survey as well as reviewing the findings of our culture diagnostic. See page 106 for further detail on how the Board monitors culture.

As an organisation, we continue to strive to be an inclusive place to work. Through the year we received our usual updates on the Company's progress in this area, including hearing how our Global Inclusion Week had impact across the organisation with significant engagement from employees and feedback for the third annual ERG (Employee Resource Group) summit which Tony Wood was able to attend in part.

Board skills and experience

We find ourselves quite fortunate in the diverse skills and perspectives of our Board members. They are all either active senior executives and/or active board members with prior senior executive leadership experience. Importantly, they devote the necessary time to our business. In the past year, there have been major undertakings that have involved the Board: the rights offering, significant regulatory proceedings and consultations, and succession planning, among others. The Board has been available on short notice when we have had significant events, such as the transformer fire at North Hyde substation. In every instance, the Directors gave the time and attention the respective issues merited.

We have a broad skills list which we categorise into two areas: i) Critical skills which are crucial to support the strategic direction and oversight of the Group, as reflected in the below table; and ii) General skills, a further suite of operational skills which include sustainability and climate change, major projects oversight, safety and risk management, among others. We benchmark our Directors against these skills on a regular basis and they are considered as part of succession planning. Naturally, the needs of the Board will continue to evolve as the Group's business evolves.

Strategic oversight	10
Mergers, acquisitions, financing and divestments oversight	10
Regulatory engagement oversight	9
Government and political engagement oversight	8
Accounting and financial reporting oversight	5

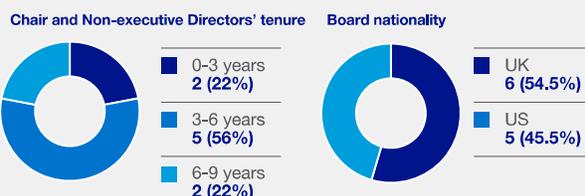
Composition, time commitment and independence

Approach to collating diversity data

As required by UK regulation, we report on diversity data to the extent that respondents voluntarily self-declare. For Non-executive Directors, we ask that they submit relevant information at year end as part of the declaration process.

Board appointments are based on merit and objective criteria, including an analysis of the match of a candidate to skills areas where the Board determines particular expertise or depth is needed. In accordance with the UK Governance Code, we have a Board diversity policy. But aspiration is balanced with needs and circumstances.

Board diversity as at 31 March 2025



In 2024/25 it included aspirations on ethnicity and gender representation which align with the targets set by the FCA, and an additional aspiration of 50% gender and ethnic diversity on our Board, which was not met in 2024/25 as we had 45.5% gender and ethnic diversity on the Board. As of 1 September 2025, our gender, nationality, ethnicity and tenure of service percentages will change with the addition of Zoë Ujnovich to the Board. The percentages will change again in mid-November when John Pettigrew retires from the Board. Thus, we believe that point in time reporting is not particularly meaningful. Rather, it is the trends in these factors – and close examination of the business qualifications of our Directors – that are the meaningful way to determine how well the Board is undertaking renewal.

In accordance with Listing Rule 6.6.6R(10), as at 31 March 2025, the numerical data on the gender identity and ethnic background of our Board and Group Executive Committee is set out in the tables below.

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board ¹	Number in executive management ²	Percentage of executive management ²
Men	7	63.6	3	8	53.8
Women	4	36.4	1	6	46.2
Not specified/ prefer not to say	–	–	–	–	–

Ethnicity	Number of Board members	Percentage of the Board	Number of senior positions on the Board ¹	Number in executive management ²	Percentage of executive management ²
White British or other White (including minority-white groups)	9	81.8	4	13	92.3
Mixed/ Multiple Ethnic group	–	–	–	–	–
Asian/Asian British	–	–	–	–	–
Black/African/ Caribbean/ Black British	2	18.2	–	1	7.7
Other ethnic group	–	–	–	–	–
Not specified/ prefer not to say	–	–	–	–	–

1 Senior positions on the Board refer to the Chair, Chief Executive, Chief Financial Officer and Senior Independent Director.

2 Executive management comprises the Group Executive Committee, including the Group Company Secretary. The gender balance of senior management and their direct reports can be found in the Our people section on page 53.

Paula Rosput Reynolds

Chair of the People & Governance Committee

14 May 2025